

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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CARL BLESSING, et al., on Behalf of Themselves and All
Others Similarly Situated,

Plaintiffs,

-against-

SIRIUS XM RADIO INC.,

Defendant.

No. 09-cv-10035 (HB)(RLE)

ORDER AWARDING ATTORNEYS' FEES AND EXPENSES

This matter came on for hearing on August 8, 2011 (the "Settlement Hearing") on the motion of Class Counsel to determine, among other things, what amount, if any, to award Class Counsel in the above-captioned class action (the "Action") for attorneys' fees and reimbursement of expenses.

The Court having considered all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that notices of the Settlement Hearing substantially in the form approved by the Court were disseminated to all Settlement Class Members who could be identified with reasonable effort, except those persons or entities excluded from the definition of the Settlement Class, and that summary notices of the hearing substantially in the form approved by the Court were published pursuant to the specifications of the Court; and the Court having considered and determined the fairness and reasonableness of the award of attorneys' fees and expenses requested.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order Awarding Attorneys' Fees and Expenses incorporates by reference the definitions in the Settlement Agreement and all terms used herein shall, with respect to the Settlement Agreement, have the same meanings as set forth in the Settlement Agreement.

2. The Court has jurisdiction to enter this Order Awarding Attorneys' Fees and Expenses, and over the subject matter of the Action and all parties to the Action, including all Class Members.

3. Notice of Class Counsel's application for attorneys' fees and reimbursement of expenses was given to all Class Members who could be identified with reasonable effort. The form and method of notifying the Class of the motion for attorneys' fees and expenses constituted due, adequate, and sufficient notice to all persons or entities entitled to receive notice of the motion and satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), and all other applicable law and rules.

4. Class Counsel are hereby awarded unopposed attorneys' fees and reimbursement of expenses in the total amount of \$13,000,000.00, to be paid by Defendant Sirius XM Radio Inc., plus interest accrued at the rate of .050% from the date of entry of the Court's Preliminary Approval Order, which sum the Court finds to be fair and reasonable. The award of attorneys' fees shall be allocated among Plaintiffs' Counsel in a manner which, in the opinion of Class Counsel, fairly compensates Plaintiffs' Counsel for their respective contributions in the prosecution and settlement of the Action. Any disagreement with respect to the amount of fees awarded to any firm will be promptly presented to this Court, and resolved in an unappealable order by the Court.

5. In making this award of attorneys' fees and reimbursement of expenses, the Court has considered and found that:

- a. Class Counsel has obtained a settlement that will provide Class Members with benefits estimated to be worth at least \$180 million.
- b. To the best of the Court's knowledge, a total of 9,162,286 E-Mail Notices and 6,078,359 Postcard Notices were sent to potential Class Members, using data provided by the Defendant, stating that Class Counsel would seek fees and expenses to be paid by Defendant in an amount up to \$13 million.
- c. Class Counsel have conducted the litigation and achieved the Settlements with skill, perseverance and diligent advocacy.
- d. The Action involves complex factual and legal issues and was actively prosecuted to the eve of trial. In the absence of a settlement, it would involve further lengthy proceedings with uncertain resolution of the complex factual and legal issues.
- e. Had Class Counsel not achieved the Settlement there would remain a significant risk that Plaintiffs and the Class may have recovered less or nothing from the Defendant; and
- f. The amount of attorneys' fees awarded and expenses reimbursed are fair and reasonable and consistent with awards in similar cases.

Dated: _____

August 25, 11

SO ORDERED:



HONORABLE HAROLD BAER, Jr.
UNITED STATES DISTRICT JUDGE